



Entered on Docket
August 15, 2007

Hon. Linda B. Riegle
United States Bankruptcy Judge

Annette W. Jarvis, Utah Bar No. 1649
Steven C. Strong, Utah Bar No. 6340
RAY QUINNEY & NEBEKER P.C.
36 South State Street, Suite 1400
P.O. Box 45385
Salt Lake City, Utah 84145-0385
Telephone: (801) 532-1500
Facsimile: (801) 532-7543
Email: ajarvis@rqn.com

and

Lenard E. Schwartzer, Nevada Bar No. 0399
Jeanette E. McPherson, Nevada Bar No. 5423
Schwartzer & McPherson Law Firm
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Telephone: (702) 228-7590
Facsimile: (702) 892-0122
E-Mail: bkfilings@s-mlaw.com
Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
Debtor.

Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

In re:
USA SECURITIES, LLC,
Debtor.

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

**ORDER APPROVING FINAL
APPLICATION OF RAY QUINNEY &
NEBEKER P.C. FOR COMPENSATION
AND REIMBURSEMENT PURSUANT TO
11 U.S.C. §330 FOR THE PERIOD APRIL
13, 2006 THROUGH MARCH 12, 2007**

SCHWARTZER & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

This matter came before the Court upon the Second and Final Application of Ray Quinney & Nebeker P.C. for Interim Compensation and Reimbursement Pursuant to 11 U.S.C. § 330 for the Period April 13, 2006 through March 12, 2007 (the "RQN Application"). The RQN Application sought an order from this Court authorizing on a final basis the allowance and payment of fees, in the amount of \$3,679,202.52 for professional services rendered by Ray Quinney & Nebeker P.C. ("RQN") counsel to the Debtors USA Commercial Mortgage Company ("USACM"), USA Capital Realty Advisors, LLC ("Realty"), USA Securities, LLC ("Securities"), USA Capital Diversified Trust Deed Fund, LLC ("DTDF"), and USA Capital First Trust Deed Fund, LLC ("FTDF") (collectively, "Debtors"), and the reimbursement of actual and necessary expenses incurred by RQN in representing the Debtors in the amount of \$234,862.68. On June 5, 2007, RQN filed its Supplement to Second and Final Application of Ray Quinney & Nebeker P.C. for Interim Compensation and Reimbursement Pursuant to 11 U.S.C. § 330 for the Period April 13, 2005 through March 12, 2007 (the "RQN Final Fee Supplement") by which RQN voluntarily agreed to reduce its fees allocable to each Debtor by two percent (2%) as follows:

	<u>Fees</u>	<u>2% Reduction</u>	<u>Total</u>
USACM	\$2,666,660.27	\$53,333.20	\$2,613,327.07
First Trust Deed Fund	\$538,837.11	\$10,776.75	\$528,060.36
Diversified Trust Deed Fund	\$469,131.71	\$9,382.63	\$459,749.08
USA Capital Realty Advisors	\$2,629.07	\$52.58	\$2,576.49
USA Securities	\$1,944.36	\$38.89	\$1,905.47
Total	<u>\$3,679,202.52</u>	<u>\$73,584.05</u>	<u>\$3,605,618.47</u>

Annette W. Jarvis having appeared on behalf of RQN, August B. Landis having appeared on behalf of the Office of the United States Trustee, and other appearances as noted on the record at the hearing referenced above, the Court finds that notice was properly given to creditors and parties in interest and that objections have been resolved or overruled consistent with the provisions of this Order. The Court having made findings of fact and conclusions of law on the record, which findings and conclusions are incorporated herein pursuant to Fed. R. Bankr. P. 7052, and being otherwise apprised in this matter, it is hereby:

ORDERED that final compensation and reimbursement is hereby approved and awarded to RQN in the total amount of \$3,840,481.15 which includes \$3,605,618.47 for professional services rendered and \$234,862.68 for expenses incurred during the Application Period;

ORDERED that the award of compensation and reimbursement approved and awarded to RQN in the total amount of \$3,840,481.15, which includes \$3,605,618.47 for professional services rendered and \$234,862.68 for expenses incurred during the Application Period shall be allowed and allocated, among the Debtors' estates as follows:

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
USACM	\$2,613,327.07	\$169,965.33	\$2,783,292.40
First Trust Deed Fund	\$528,060.36	\$34,757.47	\$562,817.83
Diversified Trust Deed Fund	\$459,749.08	\$29,836.96	\$489,586.04
USA Capital Realty Advisors	\$2,576.49	\$172.96	\$2,749.45
USA Securities	<u>\$1,905.47</u>	<u>\$129.96</u>	<u>\$2,035.43</u>
Total	<u>\$3,605,618.47</u>	<u>\$234,862.68</u>	<u>\$3,840,481.15</u>

ORDERED that the above amounts are hereby allowed as priority administrative expenses pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(1) in the respective bankruptcy estate to which they have been allocated;

ORDERED that the allocation and payment of fees and costs to and from the FTDF estate shall be in accordance with the compromises between USACM and FTDF as provided for in the "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan")", the order confirming the Plan and the "Order Approving Stipulation Between USACM Liquidating Trust and USA Capital First Trust Deed Fund, LLC on Overbid Allocation and Plan Compromise"; and

ORDERED that the Debtors are hereby authorized, pursuant to 11 U.S.C. § 330, to pay immediately upon entry of this order the above amounts from the respective estate to RQN as set forth herein, subject to credit for amounts already paid by the respective estate to RQN for this Application Period, pursuant to and subject to the provisions of the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals.

//

1 Submitted by:
2 RAY QUINNEY & NEBEKER P.C. and
3 SCHWARTZER & MCPHERSON LAW FIRM

4 By: /s/ Jeanette E. McPherson
5 JEANETTE E. MCPHERSON, ESQ.
6 *Attorneys for Debtors and Debtors-in-*
7 *Possession*

8 Approved / Disapproved by:
9 LEWIS AND ROCA, LLP

10 By: /s/ Susan M. Freeman
11 SUSAN M. FREEMAN, ESQ.
12 ROB CHARLES, ESQ.
13 *Counsel for the Official Committee of*
14 *Unsecured Creditors of USA Commercial*
15 *Mortgage Company*

16 Approved / Disapproved by:
17 ORRICK, HERRINGTON & SUTCLIFFE LLP
18 and BECKLEY SINGLETON, CHTD.

19 By: /s/ Marc A. Levinson
20 MARC A. LEVINSON, ESQ.
21 ANNE M. LORADITCH, ESQ.
22 *Counsel for the Official Committee of*
23 *Equity Security Holders of USA Capital*
24 *Diversified Trust Deed Fund, LLC*

Approved / Disapproved by:
OFFICE OF THE U.S. TRUSTEE

By: /s/ August B. Landis
AUGUST B. LANDIS, ESQ.

Approved / Disapproved by:
STUTMAN TREISTER & GLATT, P.C. and
SHEA & CARLYON, LTD.

By: /s/ Eve Karasik
FRANK A. MEROLA, ESQ.
EVE KARASIK, ESQ.
CHRISTINE PAJAK, ESQ.
CANDACE C. CARLYON, ESQ.
Counsel for the Official Committee of
Equity Security Holders of USA Capital
First Trust Deed Fund LLC

25 In accordance with LR 9021, counsel submitting this document certifies as follows:

26 ☐ The court has waived the requirement of approval under LR 9021.

27 ☐ No parties appeared or filed written objections, and there is no trustee appointed in the case.

28 ☒ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below:

AUGUST B. LANDIS, ESQ. - approved
SUSAN M. FREEMAN, ESQ. - approved
EVE KARASIK, ESQ. - approved
MARC A. LEVINSON, ESQ. - approved

###